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MEMORANDUM OF ASSIGNMENT AND BILL OF SALE

WHEREAS, PENNZOIL PRODUCTS COMPANY, P. O. Box 5519, Vienna, West Virginia 26105, hereinafter referred to as "Pennzoil", and COBHAM GAS INDUSTRIES, INC., 231 Davis Street, Bridgeport, West Virginia 26330, hereinafter referred to as "Assignee", have entered into an Assignment and Bill of Sale dated the 15th day of October, 1996, whereby Pennzoil did bargain, sell, transfer, assign and convey unto Assignee <sup>88 1/2 BO</sup> all right, title and interest it may have in and to certain oil and gas leases and ~~pinety~~ (90) wells more particularly described on EXHIBIT "A" and EXHIBIT "B", attached hereto and made a part hereof.

NOW, THEREFORE, the undersigned parties agree to place of record this Memorandum of Assignment and Bill of Sale to evidence existence of said Assignment and Bill of Sale for purposes of providing notice of same.

IN WITNESS WHEREOF, PENNZOIL PRODUCTS COMPANY and COBHAM GAS INDUSTRIES INC. have caused their corporate names to be signed hereto pursuant to authority duly given, this 15th day of October, 1996.

PENNZOIL PRODUCTS COMPANY

By

[Signature]  
Attorney in Fact

COBHAM GAS INDUSTRIES, INC.

By

[Signature]  
President

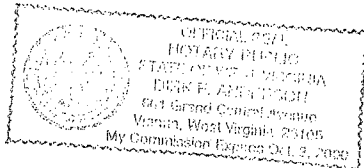
BOOK 76A PAGE 705

STATE OF WEST VIRGINIA,  
COUNTY OF WOOD, TO-WIT:

I, Dirk Anderson, a Notary Public in and for the county and state aforesaid, do hereby  
certify that PHILIP S. ONDRUSEK, who signed the writing above bearing date the 15th day of  
October, 1996, for PENNZOIL PRODUCTS COMPANY, a corporation, has this day  
acknowledged the same to be the act and deed of said corporation.

My commission expires: 10/3/2000

Given under my hand and seal this 15th day of OCTOBER, 1996.



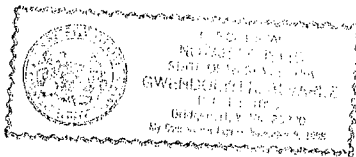
Dirk P. Anderson  
Notary Public

STATE OF WEST VIRGINIA,  
COUNTY OF Harrison, TO-WIT:

I, Gwendolyn K. Alvarez, a Notary Public in and for the county and state aforesaid, do hereby  
certify that A.J. Brookes, who signed the writing above bearing date the 15th day of  
October, 1996, for COBHAM GAS INDUSTRIES, INC, a corporation, has this day  
acknowledged the same to be the act and deed of said corporation.

My commission expires: 11/9/98

Given under my hand and seal this 15th day of October, 1996.



Gwendolyn K. Alvarez  
Notary Public

This instrument prepared for Pennzoil Products Company, P. O. Box 5519, Vienna, West Virginia  
26105-5519, by Michael G. Kirsch.

EXHIBIT A  
SMITHFIELD/WALLACE FIELD  
Wetzel, Doddridge and Harrison Counties, West Virginia

Attached to and made a part of Memorandum of Assignment and Bill of Sale dated October 15, 1996 by and between Pennzoil Products Company and Cobham Gas Industries, Inc.

LEASE NO.	LESSOR / GRANTOR	LESSEE / GRANTEE	DATE	BOOK / PAGE	REMARKS
000878000	L F CAIN	SOUTH PENN OIL COMPANY	1922/06/16	BK.252 PG. 613	<i>All properties are in Wetzel County unless otherwise specified in Remarks.</i> Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002786000	L G ROBINSON ET VIR	SOUTH PENN OIL CO	1894/04/27	BK.15a PG. 320 BK.39 PG.292	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002794900	H L SMITH ET AL	SOUTH PENN OIL CO	1894/11/03	BK.41, PG.141	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002803000	J W NORRIS ET UX	SOUTH PENN OIL COMPANY	1895/09/03	BK.46, PG.559	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002806000	G W ENSMINGER ET UX	SOUTH PENN OIL COMPANY	1895/09/03	BK.46, PG.563	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002810000	S R MERRILL	SOUTH PENN OIL CO	1895/09/10	BK.46, PG.569	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002815000	ELIAS BATSON ET UX	SOUTH PENN OIL COMPANY	1895/12/28	BK.49, PG.286	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
002817000	B W PETERSON ET UX	SOUTH PENN OIL COMPANY	1896/01/21	BK.48, PG.277	Fee Property. Pennzoil to retain its interest and grant Purchaser an Oil & Gas Lease.
003322000	RICHARD H HOGE ET UX	PENNZOIL COMPANY	1985/01/30	BK 306 PG 415	
003322000	JOHN B WILSON ET UX	PENNZOIL COMPANY	1985/01/30	BK 306 PG 419	
003322000	JOAN B HOGE	PENNZOIL COMPANY	1985/01/30	BK 306 PG 423	
003322000	RYLAND WILSON ET UX	PENNZOIL COMPANY	1985/01/30	BK 306 PG 427	
003322000	JUDITH M BLUE	PENNZOIL COMPANY	1985/01/30	BK 306 PG 431	
003322000	RICHARD BACHMANN ET UX	PENNZOIL COMPANY	1985/01/30	BK 306 PG 435	
003322000	MARY ELLEN MUMFORD	PENNZOIL COMPANY	1985/01/30	BK 306 PG 439	
003322000	CHRISTINE CAMPBELL ET VIR	PENNZOIL COMPANY	1985/01/30	BK 306 PG 443	
003322000	MARY W WRIGHT	PENNZOIL COMPANY	1985/01/30	BK 306 PG 447	

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**EXHIBIT A**  
**SMITHFIELD/WALLACE FIELD**  
Wetzel, Doddridge and Harrison Counties, West Virginia

LEASE NO.	LESSOR / GRANTOR	LESSEE / GRANTEE	DATE	BOOK / PAGE	REMARKS
003322000	JOSEPHINE CAMPBELL BLUE	PENNZOIL COMPANY	1985/01/30	BK 306 PG 451	
003322000	ELIZABETH K WILD	PENNZOIL COMPANY	1985/01/30	BK 306 PG 455	
003322000	REBECCA RANKIN ET VIR	PENNZOIL COMPANY	1985/01/30	BK 306 PG 459	
003322000	VIRGINIA H MAUPIN	PENNZOIL COMPANY	1985/01/30	BK 306 PG 463	
003322000	ELIZABETH WOOD ET VIR	PENNZOIL COMPANY	1985/01/30	BK 306 PG 467	
003322000	LUCIUS WILSON, JR ET UX	PENNZOIL COMPANY	1985/01/30	BK 306 PG 471	
009915050	JOHN STEVENS ET UX	SOUTH PENN OIL COMPANY	1891/09/26	BK 35 PG 356	
009915051	JOHN STEVENS ET UX	SOUTH PENN OIL COMPANY	1891/09/26	BK 35 PG 356	
010037050	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010037051	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010037052	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010037053	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010037054	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010037055	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010037056	JNO BLACKSHERE ET AL	SOUTH PENN OIL COMPANY	1892/02/20	BK 35 PG 547	
010052050	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052051	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052052	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052053	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052054	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052055	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052056	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052057	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052058	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010052059	B WALKER PETERSON ET UX	SOUTH PENN OIL COMPANY	1892/03/05	BK 35 PG 588	
010137050	CASSEY A DAWSON	SOUTH PENN OIL COMPANY	1892/02/16	BK 36 PG 193	
010192050	L G ROBINSON ET AL	SOUTH PENN OIL CO	1892/03/23	BK 36 PG 247	
010192051	L G ROBINSON ET AL	SOUTH PENN OIL CO	1892/03/23	BK 36 PG 247	
010212050	H A RIGGS ET UX	H L SMITH	1892/02/29	BK 36 PG 117	
010253050	J F STEVENSON ET AL	SOUTH PENN OIL COMPANY	1892/04/09	BK 36 PG 254	
010253051	J F STEVENSON ET AL	SOUTH PENN OIL COMPANY	1892/04/09	BK 36 PG 254	

<u>LEASE NO.</u>	<u>FARM NAME</u>	<u>WELL NO.</u>	<u>WI</u>	<u>NRI</u>	<u>ACRES GROSS</u>	<u>NET</u>	<u>RIGHTS</u>	<u>REMARKS</u>
80930-50	LUCAS, C.F.	00002						
FEE-2810	RIGGS, H.A.	00001	100%	100%	44.00	22.00	O & G	Lease Cancelled. Well TA.
10212-50	RIGGS, H.A.				(44.00)	22.00	O & G	1/16 O & G Fee Interest. See Lease 10212-20. See FEE-2810
15191-50	BASTON, ELIAS	00004	100%	100%	54.00	27.00	O & G	See FEE 2815-00.
FEE-2815	BASTON, ELIAS				(54.00)	27.00	O & G	1/16 O & G Fee Interest. See Lease No. 15191-50.
					9,222.50	9,212.50		

NOTE 1: Flat rate gas payment made when NRI is 100%; 87.5% net revenue on oil.

NOTE 2: Pennzoil will reserve from sale all fee mineral and royalty interests. Pennzoil will grant lease on fee minerals which will provide for a five year primary term and a proportionately reduced 1/8 royalty.

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STATE OF WEST VIRGINIA, COUNTY OF WETZEL, TO-WIT:  
OFFICE OF THE CLERK OF THE COUNTY COMMISSION OF WETZEL COUNTY.

The foregoing paper writing was this day Oct. 21, 19 96, at 12:52  
presented for record in my office, and thereupon, together with the certificate thereto annexed, is admitted to record.

Teste: Mary Kippert Clerk.

County Commission of Wetzel County

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WELL LEASE NO.	FARM NAME	NO.	ACRES		GROSS	NET	RIGHTS	REMARKS
			WI	NRI				
10037-50	BLACKSHERE WELLS & CO.	00059						
10037-50	BLACKSHERE WELLS & CO.	00064						
10037-50	BLACKSHERE WELLS & CO.	00055						
10037-50	BLACKSHERE WELLS & CO.	00058						
10037-50	BLACKSHERE WELLS & CO.	00070						
10037-50	BLACKSHERE WELLS & CO.	00071						
10037-50	BLACKSHERE WELLS & CO.	00072						
10037-50	BLACKSHERE WELLS & CO.	00073						
10037-50	BLACKSHERE WELLS & CO.	00074						
10052-50	NORRIS, E.V.	00003	100%	100%	81.50	81.50	Oil	Part of B.W. Peterson. See FEE-2817.
FEE-2817	NORRIS, E.V.	00004						1/16 Oil Royalty Interest. See Lease No. 10052-50.
10060-50	NORRIS, J.W.	00004	100%	87.5%	81.50	81.50	O & G	See FEE-2803.
FEE-2803	NORRIS, J.W.	00008						1/16 Oil Royalty Interest. See Lease No. 10060-50.
10137-50	DAWSON, CASSIE	00002	100%	100%	95.00	95.00	O & G	
10137-50	DAWSON, CASSIE	00004						
10137-50	DAWSON, CASSIE	00005						
10137-50	DAWSON, CASSIE	00006						
10192-50	ROBINSON, L.G.	00009	100%	100%	1,314.00	1,314.00	Oil	See FEE-2786.
10192-50	ROBINSON, L.G.	00030						
10192-50	ROBINSON, L.G.	00040						
FEE-2786	ROBINSON, L.G.	00010						1/16 Fee Oil Royalty Interest. See Lease No. 10192-50.
FEE-2786	ROBINSON, L.G.	00032						
FEE-2786	ROBINSON, L.G.	00033						
FEE-2786	ROBINSON, L.G.	00037						

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**EXHIBIT "B"**  
**SMITHFIELD/WALLACE FIELD**

Attached to and made a part of Memorandum of Assignment and Bill of Sale dated October 15, 1996 by and between Pennzoil Products Company and Cobham Gas Industries, Inc.

<u>LEASE NO.</u>	<u>FARM NAME</u>	<u>WELL NO.</u>	<u>WI</u>	<u>NRI</u>	<u>GROSS ACRES</u>	<u>NET</u>	<u>RIGHTS</u>	<u>REMARKS</u>
9915-50	STEVENS, JOHN (TR. 1)	00006	100%	100%	128.00	118.00	O & G	
9915-50	STEVENS, JOHN (TR. 2)	00019						
10037-50	BLACKSHERE WELLS & CO.	00006	100%	100%	3,800.00	3,800.00	Oil	
10037-50	BLACKSHERE WELLS & CO.	00007						
10037-50	BLACKSHERE WELLS & CO.	00013						
10037-50	BLACKSHERE WELLS & CO.	00015						
10037-50	BLACKSHERE WELLS & CO.	00017						
10037-50	BLACKSHERE WELLS & CO.	00019						
10037-50	BLACKSHERE WELLS & CO.	00023						
10037-50	BLACKSHERE WELLS & CO.	00024						
10037-50	BLACKSHERE WELLS & CO.	00025						
10037-50	BLACKSHERE WELLS & CO.	00027						
10037-50	BLACKSHERE WELLS & CO.	00029						
10037-50	BLACKSHERE WELLS & CO.	00030						
10037-50	BLACKSHERE WELLS & CO.	00031						
10037-50	BLACKSHERE WELLS & CO.	00034						
10037-50	BLACKSHERE WELLS & CO.	00039						
10037-50	BLACKSHERE WELLS & CO.	00041						
10037-50	BLACKSHERE WELLS & CO.	00042						
10037-50	BLACKSHERE WELLS & CO.	00045						
10037-50	BLACKSHERE WELLS & CO.	00054						
10037-50	BLACKSHERE WELLS & CO.	00058						